

The English version of the Articles of Incorporation is a translation of the original German text and shall not have legal binding effect.

Articles of Incorporation

of

**SoftwareONE Holding AG
(SoftwareONE Holding Ltd.)
(SoftwareONE Holding SA)**

with registered office in Stans (NW)

(the "**Company**")

I. Basics

Article 1 – Name and Registered Office

Under the corporate name of

**SoftwareONE Holding AG
(SoftwareONE Holding Ltd.)
(SoftwareONE Holding SA)**

exists for an unlimited period of time a corporation limited by shares according to art. 620 et seq. of the Swiss Code of Obligations (CO), as amended, with registered office in Stans (NW).

Article 2 – Purpose

The purpose of the Company is the acquisition, holding, management and sale of participations in companies in and outside of Switzerland in particular the area of information technology.

The Company may acquire, hold, manage and sell real estate and intellectual property rights in and outside of Switzerland, establish subsidiaries and branches in and outside of Switzerland as well as engage in financing for its own account or the account of thirds parties and provide guarantees and other collateral for group companies and third parties.

The Company may also carry out any and all transactions and enter into any and all agreements which serve directly or indirectly its corporate purpose or are directly related thereto.

II. Share Capital

Article 3 – Share Capital and Shares

The share capital of the Company amounts to CHF 1,585,814.60. It is divided into 158,581,460 registered shares with a nominal value of CHF 0.01 each. The share capital is fully paid-in.

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Article 4 – Form of the Shares

Subject to paragraph 4 of this provision, the registered shares of the Company are issued as uncertificated securities within the meaning of the CO, as amended, and registered as intermediated securities.

Transfers of intermediated securities, including the granting of security interests, are subject to the Federal Intermediated Securities Act, as amended. If uncertificated shares are transferred by assignment, such transfer requires for its validity the notification to the Company.

The Company may withdraw shares registered as intermediated securities from the custodian system.

After entry in the share register, a shareholder may request from the Company a confirmation evidencing its shareholding; however, such shareholder has no right to request the printing and delivery of share certificates. The Company may, however, at any time print and deliver certificates (individual share certificates or global certificates).

Article 5 – Share Register and Registration Restrictions

The Company shall maintain a share register in which the owners, usufructuaries and nominees of registered shares are registered with name, address and nationality (in case of legal entities the registered office).

In relation to the Company, only those shareholders, usufructuaries or nominees registered in the share register shall be recognized as shareholders, usufructuaries or nominees. The Company only recognizes one proxy per share.

Acquirers of shares are, upon request and presentation of evidence of the transfer or establishment of the usufruct, registered as shareholder with voting rights in the share register if they explicitly declare to hold the shares in their own name and for their own account.

Persons who do not expressly declare in the registration application that they hold the shares for their own account (*nominees*) shall, without further ado, be entered into the share register with voting rights up to a maximum of 3% of the total share capital outstanding. Further, nominees shall be registered as shareholder with voting rights in excess of such registration limit provided the respective nominee discloses the names, addresses, nationalities and shareholdings of the persons for which it holds 1% or more of the total share capital outstanding and provided that the notification duties pursuant to the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (FMIA), as amended, are complied with.

The Board of Directors is authorized to conclude agreements with nominees about their duties of notification and to grant exemptions from the regulation in the above para 4 of this provision in individual cases.

The Company has the right to delete entries in the share register retroactively as of the date of the entry, if the registration has been made on the basis of false information. It may give the relevant shareholder or nominee in advance the opportunity to be heard. The relevant shareholder or nominee is to be informed without delay about the deletion.

The Board of Directors shall implement the necessary directions for maintaining the share register and it may issue corresponding regulations or guidelines. It may delegate such tasks.

In the invitation to the shareholders' meeting, the Board of Directors shall announce the record date for registration in the share register that is relevant with respect to the right to attend and vote.

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III. Duty to make an Offer

Article 6 – Opting-up

The duty to make a public takeover offer pursuant to art. 135 FMIA, as amended, applies only if the threshold of 49% of the voting rights is exceeded.

IV. Organization of the Company

A. Shareholders' Meeting

Article 7 – Powers

The shareholders' meeting is the supreme corporate body of the Company. It has the following inalienable powers:

1. the adoption and amendment of the Articles of Incorporation;
2. the election and removal of the members and the Chairman of the Board of Directors, the members of the nomination and compensation committee, the independent proxy and the auditors;
3. the approval of the management report and of the consolidated financial statements;
4. the approval of the annual financial statement as well as resolutions on the use of the balance sheet profit, in particular the declaration of dividends;
5. the discharge of the members of the Board of Directors;
6. the approval of the compensations of the Board of Directors and of the Executive Board;
7. the passing of resolutions on all matters which are by law or by the Articles of Incorporation reserved to the shareholders' meeting.

Article 8 – Notice and Agenda

The ordinary shareholders' meeting shall take place annually within six months after the end of the business year, extraordinary shareholders' meetings shall be convened when required.

The notice of the shareholders' meetings shall be given by publication in the Swiss Official Gazette of Commerce (SOCG) at least 20 calendar days before the date of the meeting. The notice may also be sent by mail or e-mail to the shareholders, usufructuaries and nominees registered in the share register. The notice shall be made by the Board of Directors, or, if necessary, by the auditors.

One or several shareholders that represent at least 3% of the share capital may also request to convene a shareholders' meeting. In this case, the Board of Directors has to convene the meeting within 30 days. Shareholders representing at least 1% of the share capital may request items to be put on the agenda, provided the request is made at least 45 calendar days in advance of the General Meeting concerned. Convocation requests and requests for inclusion of agenda items need to be submitted to the Board of Directors in written form, indicating the agenda items and proposals.

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The convocation notice shall include the agenda items and the proposals of the Board of Directors as well as of the shareholders who have requested the convocation of a shareholders' meeting or that a specific item be put on the agenda.

The shareholders' meetings shall take place at the registered office of the Company or another place as determined by the Board of Directors.

The annual report and the auditors' report shall be made available for inspection by the shareholders at the registered office of the Company at the latest 20 days prior to the ordinary shareholders' meeting. Each shareholder may demand an immediate delivery of these documents. The notice to the shareholders must refer to this right.

No resolutions may be passed on motions concerning agenda items which have not been duly announced; except for motions to convene an extraordinary shareholders' meeting, to initiate a special audit or to elect auditors upon a shareholders' request.

No prior notice is required to submit motions relating to items already on the agenda and to discuss matters on which no resolution is to be taken.

Article 9 – Chair and Minutes

The shareholders' meeting shall be chaired by the Chairman of the Board of Directors, in his or her absence, by another member of the Board of Directors appointed by the Board of Directors. If no member of the Board of Directors is present, the shareholders' meeting shall appoint the chairperson of the meeting.

The chairperson shall appoint a secretary and the scrutineers, who do not need to be shareholders of the Company. The minutes shall be signed by the chairperson and the secretary.

Article 10 – Voting Rights and Representation; Independent Proxy

In the shareholders' meeting, each share registered in the share register of the Company shall entitle to one vote.

Shareholder may represent their shares in the shareholders' meeting by themselves or be represented by (i) a third person who does not need to be a shareholder by means of written proxy or (ii) by the independent proxy.

The shareholders' meeting annually elects an independent proxy. The independent proxy's term of office begins at the day of election and ends at the end of the following ordinary shareholders' meeting. Re-election is possible. If the Company does not have an independent proxy, the Board of Directors shall appoint the independent proxy for the next shareholders' meeting.

The Board of Directors determines the requirements for proxies and instructions in accordance with the laws and regulations and may establish corresponding rules.

Article 11 – Resolutions

Except where the law or the Articles of Incorporation provide otherwise, the shareholders' meeting passes its resolutions and conducts elections by the absolute majority of the votes cast, excluding any abstentions, blank or invalid votes.

The chairperson of the shareholders' meeting determines the voting procedure.

A resolution of the shareholders' meeting passed by at least two thirds of the votes represented at the meeting and the absolute majority of the nominal values of the shares represented at the meeting is required for:

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1. the amendment of the purpose of the Company;
2. the creation of shares with privileged voting rights;
3. the restrictions on the transferability of registered shares and the release or cancellation of transfer restrictions of registered shares;
4. an authorized or conditional share capital increase;
5. a capital increase out of the Company's equity, against contributions in kind or for the purpose of an acquisition of assets, and the granting of special benefits;
6. the limitation or withdrawal of subscription rights;
7. the change of the registered office of the Company;
8. the dissolution of the Company.

Any resolution related to a merger, demerger and conversion shall comply with the Swiss Merger Act, as amended.

Provisions of the Articles of Incorporation which require higher majorities for the passing of certain resolutions than provided by law can only be adopted and removed with the proposed majority.

B. Board of Directors

Article 12 – Election and Composition

The Board of Directors of the Company shall be composed of at least three and in the maximum of twelve members.

The members of the Board of Directors, the Chairman of the Board of Directors and the members of the nomination and compensation committee are each elected individually and annually by the shareholders' meeting. The term of office ends at the closing of the next ordinary shareholders' meeting. Re-election is possible.

Except for the election of the Chairman of the Board of Directors and the members of the nomination and compensation committee by the shareholders' meeting, the Board of Directors shall constitute itself. It appoints its vice-chairman and a secretary. The latter does not need to be a member of the Board of Directors.

If the office of the chair of the Board of Directors is vacant, then the Board of Directors shall appoint one of its members as chairman of the Board of Directors until the next ordinary shareholders' meeting.

Article 13 – Meetings and Resolutions

The Board of Directors may pass resolutions if the majority of its members are attending. A member of the Board of Directors is also deemed attending if attending over the phone, video-conferencing or by means of other electronic media. No quorum is required if exclusively resolutions regarding the implementation of a capital increase and corresponding amendments of the Articles of Incorporation have to be passed.

Resolutions are passed by the majority of the votes cast.

The Chairman of the Board of Directors has the casting vote in the event of a tie.

Resolutions to a proposed motion may also be passed by circular resolution (including by e-mail or telefax), unless a member requests oral deliberation.

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Minutes shall be kept of the discussions and resolutions of the Board of Directors which shall be signed by the Chairman and the secretary.

The Board of Directors regulates the details with respect to quorums, passing of resolutions and the procedural rules in the Organizational Regulations.

Article 14 – Duties

The Board of Directors may pass resolutions on all matters which by law or the Articles of Incorporation are not reserved to the shareholders' meeting or another body of the Company.

The Board of Directors has the following non-transferable and inalienable powers and duties:

1. the ultimate management of the Company and the giving of the necessary directives;
2. the establishment of the organization;
3. the structuring of the accounting system, of the financial controlling as well as the financial planning;
4. the appointment and removal of the persons entrusted with the management and the representation of the Company;
5. the ultimate supervision of the persons entrusted with the management, in particular, with regard to compliance with the law, the Articles of Incorporation, regulations and directives;
6. the preparation of the annual report and the remuneration report as well as the preparation of the shareholders' meeting and the implementation of its resolutions;
7. the notification of the judge in case of over-indebtedness.

The Board of Directors may delegate the preparation and the execution of its resolutions or the supervision of its businesses to committees or to individual members. It shall ensure an appropriate reporting to its members.

Article 15 – Nomination and Compensation Committee and Principles regarding Powers and Duties of the Nomination and Compensation Committee

The nomination and compensation committee is composed of at least three members of the Board of Directors.

The members of the nomination and compensation committee are each elected annually and individually by the shareholders' meeting. Their tenure of office ends at the end of the next ordinary shareholders' meeting. Re-election is possible.

In case of vacancies in the nomination and compensation committee, the Board of Directors may appoint substitute members from among its members for a tenure of office until the end of the next ordinary shareholders' meeting.

The chairperson of the nomination and compensation committee is appointed by the Board of Directors.

The powers and duties of the nomination and compensation committee are as follows (principles):

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1. preparation and planning of nominations and staffing decisions on top management level;
2. preparation and periodic review of the compensation policy and principles and the performance criteria related to compensation;
3. periodic review of their implementation as well as submission of proposals and recommendations to the Board of Directors;
4. preparation of all relevant decisions of the Board of Directors in relation to the compensation of the members of the Board of Directors and of the Executive Board as well as submission of proposals and recommendations in this respect.

The organization, functioning and reporting of the nomination and compensation committee shall be governed by regulations enacted by the Board of Directors.

The Board of Directors may delegate further powers to the nomination and compensation committee.

Article 16 – Delegation of Management

The Board of Directors may delegate the management of the Company (*Geschäftsführung*), as a whole or in part, to individual members or other natural persons based on organizational regulations.

The organizational regulations shall organize the management of the Company, determine the positions required therefore, define its duties and determine particularly the reporting.

The Board of Directors shall jointly manage the management of the Company, insofar as the management has not been delegated.

C. Auditors

Article 17 – Auditors

The shareholders' meeting annually elects an audit firm under state oversight in accordance with the Federal Act on Audit Supervision, as amended, as auditors. The auditors shall be responsible for carrying out all functions and duties incumbent upon them by law. The term of office ends at the closing of the next ordinary shareholders' meeting. Re-election is possible.

V. Compensation of the Board of Directors and the Executive Board

Article 18 – General Compensation Principles

The compensation of the members of the Board of Directors shall consist of fixed compensation. Unless otherwise determined by the Board of Directors, such compensation will be paid in cash and/or shares.

The compensation of the members of the Executive Board shall comprise fixed and variable compensation elements. The fixed compensation is composed of a base salary payable in cash and additional compensation elements. The variable compensation shall comprise short-term and/or long-term variable compensation elements and may be subject to the achievement of one or several performance metrics.

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Short-term variable compensation elements shall be governed by performance metrics as defined by the Board of Directors upon the beginning of the relevant performance period that may take into account individual targets as well as Company-specific or department-specific targets of financial or non-financial nature. Unless otherwise determined by the Board of Directors or, to the extent delegated to it, the nomination and compensation committee, short-term variable compensation elements shall be paid in cash. In addition or instead, it may be provided that members of the Executive Board can or have to receive a part of their variable short-term compensation in shares of the Company, whereby such shares may be blocked for a certain period of time.

Long-term variable compensation elements shall be determined pursuant to the strategic goals as defined by the Board of Directors, which take into account the sustainable long-term performance of the Company and/or the group, and may also contain retention incentives. Unless otherwise determined by the Board of Directors or, to the extent delegated to it, the nomination and compensation committee, long-term variable compensation elements shall constitute of shares, options or similar instruments, whereby such shares, options or similar instruments may be blocked for a certain period of time.

Compensations may be paid or granted in form of cash, shares, in kind or in form of other types of benefits. Compensations of members of the Executive Board may also be granted in form of options or similar share-based instruments and/or units. The Board of Directors or, to the extent delegated to it, the nomination and compensation committee, shall determine grant, vesting, exercise and/or forfeiture conditions. They may provide for a continuation, acceleration or removal of vesting and/or exercise conditions, for payment or grant of compensation based upon assumed target achievement, or for forfeiture, in each case in the event of pre-determined events, such as a change-of-control or termination of an employment or mandate agreement. The Company may source the required shares from purchases on the market or by using authorized or conditional share capital.

The compensation may be paid by the Company or companies controlled by it.

Article 19 – Approval of the Maximum Aggregate Compensations of the Board of Directors and the Executive Board

The shareholders' meeting shall approve annually and separately the proposals of the Board of Directors in relation to the maximum aggregate compensation of:

1. the Board of Directors, for the period until the next ordinary shareholders' meeting; and
2. the Executive Board, for the next business year.

The Board of Directors may sub-divide each of the maximum aggregate compensations to be proposed for approval into a maximum fixed and maximum variable compensation and submit the respective proposals for separate approval by the shareholders' meeting. Further, the Board of Directors may sub-divide its respective proposals into other compensation elements and/or submit them for approval by the shareholders' meeting with respect to different periods.

If the shareholders' meeting denies approval, the Board of Directors may submit a new proposal at the same shareholders' meeting or at a subsequent shareholders' meeting and the Company may pay compensations subject to the subsequent approval by the shareholders' meeting.

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Article 20 – Additional Amount for the Executive Board

In case the maximum aggregate amount according to article 19 para 1 no. 2 already approved by the shareholders' meeting is not sufficient, the Company or companies controlled by it may use an additional amount (*Zusatzbetrag*) for the compensation (including payment of compensation for loss of remuneration or financial disadvantages incurred by a new member of the Executive Board as a result of his/her change of employment) of members of the Executive Board who are appointed or promoted within the Executive Board after the compensations for the Executive Board have been approved.

The additional amount per compensation period shall not exceed 40% of the maximum aggregate amount of compensation of the Executive Board last approved.

VI. Permitted Mandates outside Group, Agreements on Remuneration, Loans and Credits

Article 21 – Mandates of Members of the Board of Directors and the Executive Board outside the SoftwareONE Group

No member of the Board of Directors may hold more than four additional mandates in listed companies and more than six mandates in non-listed companies.

No member of the Executive Board may hold more than one mandate in a listed company and more than three mandates in non-listed companies.

The following mandates are not subject to these limitations:

1. mandates in companies which are controlled by the Company or which control the Company;
2. mandates held at the request of the Company or companies controlled by it. No member of the Board of Directors or of the Executive Board may hold more than ten such mandates; and
3. mandates in associations, charitable organizations, foundations, trusts and employee welfare foundations. No member of the Board of Directors or of the Executive Board may hold more than six such mandates.

Mandates within the meaning of this provision shall mean mandates in the supreme managing or administrative body of a legal entity which is required to be entered in the commercial register or a corresponding register abroad. Mandates in different legal entities under common control or owned by the same beneficial owner shall be deemed to constitute a single mandate.

Any mandate of a member of the Executive Board in a legal entity outside of the SoftwareONE Group shall be subject to prior approval by the Board of Directors, or where delegated to it, the nomination and compensation committee.

Members of the Board of Directors or the Executive Board who at the time of their election/appointment to the Company or who, because of the acceptance of a mandate in an entity outside the SoftwareONE Group, do not/no longer fulfil the requirements of this provision shall, until the ordinary date of resignation for one if the excess mandates, but within twelve months from election/appointment/acceptance at the latest, reduce the number of their mandates to the number permitted under this provision. During this time, they are members of the Board of Directors or the Executive Board, respectively, with all powers and duties.

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Article 22 – Agreements on Remuneration

The Company or companies controlled by it may enter into agreements on remuneration with members of the Board of Directors. The duration and termination thereof shall be subject to the member's tenure of office and the applicable statutory legal provisions.

The Company or companies controlled by it may enter into open-ended or fixed-term employment agreements with the members of the Executive Board. Fixed-term employment agreements shall have a term not exceeding one year. The agreement may be renewed. Open-ended employment agreements shall have a termination notice period not exceeding twelve months.

If the Company or companies controlled by it agree on a post-contractual non-compete agreement with members of the Executive Board for the period after the end of the employment relationship, the compensation for such non-compete undertaking may not exceed the amount of the last fixed annual remuneration paid to this member in cash before he or she left the Company on a pro rata basis.

Article 23 – Loans and Credits

The members of the Board of Directors and the Executive Board may only be granted loans and credits up to a maximum amount of CHF 1,000,000 and only at market-based conditions and in compliance with the applicable rules of abstention.

VII. Financial statements and profit distribution

Article 24 – Business Year and Accounting

The Board of Directors shall determine the business year.

The financial statement shall be drawn up in accordance with the applicable laws and accounting standards.

Article 25 – Reserves and Distribution of Profits

Subject to mandatory statutory provisions, the shareholders' meeting shall resolve on the allocation of the balance sheet profit, and in particular on the amount of the dividend.

In addition to the reserves required by law, the shareholders' meeting may create other reserves.

Dividends and similar distributions for which within five years after the due date no payment has been requested shall accrue to the Company.

Article 26 – Dissolution and Liquidation

The shareholders' meeting may at any time in accordance with the law and the Articles of Incorporation resolve the dissolution and liquidation of the Company.

The liquidation will be carried out by the Board of Directors, unless the shareholders' meeting has delegated it to other persons by resolution. The liquidation shall be in accordance with art. 742 et seq. CO, as amended.

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VIII. Notifications

Article 27 – Notices and Announcements

Official publications of the Company shall be made in the Swiss Official Gazette of Commerce (SOGC). The Board of Directors may designate further means of publication.

Notices to the shareholders shall be made by official publications of the Company. Notices to shareholders may also be made by mail or e-mail to the addresses recorded in the share register.

IX. Contributions in Kind and Acquisitions in Kind

Article 28 – Contribution in Kind

At its incorporation, the Company acquires a total of 1,184,950 registered shares of SoftwareONE AG in Stans (NW) with a par value of CHF 1.00 each and a total value of CHF 104,995,569.60 pursuant to the agreement regarding the contribution in kind dated June 27, 2013 with Dr. Daniel von Stockar and Pascal Hungerbühler. The contributors receive 2,370,000 (Dr. Daniel von Stockar) and 9,479,500 (Pascal Hungerbühler) registered shares of the Company with a par value of CHF 0.10 each.

Article 29 – Contribution in Kind / Acquisition in Kind

According to the contribution and transfer agreement dated January 31, 2019, the Company acquires from "PERUNI" Holding GmbH, Lilienbrunnngasse 7-9, 1020 Vienna, Austria, 10,185,271 non-par value registered shares in COMPAREX AG, Blochstraße 1, 04329 Leipzig, Germany, for an indicative transfer value of EUR 310,157,221.85. In return the transferor receives 2,315,289 registered shares of the Company with a par value of CHF 0.10 as well as a payment in the amount of EUR 47,762,238.07 and as the case may be and depending on future events a conditional payment ("earn-out payment") in the maximum amount of EUR 30,000,000.

X. General

Article 30 – Language

The English version of these Articles of Incorporation is a translation of the original German text. The German version shall prevail.

Zurich, October 10, 2019